

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Pinnacle Ventures, L.L.C.		08/04/2011	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	GILT GROUPE, INC.
Street Address:	2 Park Avenue, 4th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10016
Entity Type:	CORPORATION: DELAWARE

Name:	GILT CITY, INC.
Street Address:	2 Park Avenue, 4th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10016
Entity Type:	CORPORATION: DELAWARE

Name:	GILT TRAVEL, INC.
Street Address:	2 Park Avenue, 4th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10016
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Serial Number:	77694996	GILT FRESH
Serial Number:	77757742	GILT FUSE

CH \$290.00 77694996

900198925

TRADEMARK
REEL: 004597 FRAME: 0943

Registration Number:	3680404	GILT GROUPE
Serial Number:	77843981	GILT MAN
Serial Number:	77843986	GILT MAN
Serial Number:	77843988	GILT[MAN]UAL
Serial Number:	85104903	GILT MANUAL
Serial Number:	77917880	SHOP LIKE A GUY DRESS LIKE A MAN
Serial Number:	85106319	GILT CITY
Serial Number:	77786099	GILT TRAVEL
Serial Number:	77786086	JETSETTER

CORRESPONDENCE DATA

Fax Number: (650)493-6811
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 650-496-7543
Email: nbouch@wsgr.com
Correspondent Name: WSGR, c/o Nancy Bouch, Senior Paralegal
Address Line 1: 650 Page Mill Road
Address Line 2: FH 2-1 P10
Address Line 4: Palo Alto, CALIFORNIA 94304

ATTORNEY DOCKET NUMBER:	30897.052
NAME OF SUBMITTER:	Nancy Bouch
Signature:	/s/Nancy Bouch
Date:	08/04/2011

Total Attachments: 7
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**TERMINATION AND RELEASE OF
INTELLECTUAL PROPERTY SECURITY AGREEMENT**

THIS TERMINATION AND RELEASE OF INTELLECTUAL PROPERTY SECURITY AGREEMENT (the "Termination"), dated as of August 4, 2011, is executed by Pinnacle Ventures, L.L.C., as agent (in such capacity, "Agent") for Lenders (as defined in the Loan Agreement referred to below) in favor of each of the entities listed on the signature pages hereof (each a "Grantor" and, collectively, the "Grantors"). Capitalized terms used herein have the meaning assigned in the Loan Agreement (defined below).

Recitals

A. In connection with that certain Loan and Security Agreement by and among Gilt Groupe, Inc., a Delaware corporation ("Borrower"), the other Loan Parties, Agent and Lenders from time to time party thereto, and that certain Intellectual Property Security Agreement, each dated as of October 26, 2010 (each as amended, restated, modified or supplemented and in effect from time to time, the "Loan Agreement" and the "Security Agreement", respectively), executed by Borrower in favor of Secured Parties and Agent wherein Borrower granted to Secured Parties and Agent a security interest in the Intellectual Property Collateral. The Collateral included, without limitation, all Intellectual Property of the Borrower.

B. The Agreement was recorded with the Trademark Division of the United States Patent and Trademark Office on October 28, 2010 at Reel/Frame 004306/0620 to evidence the security interest granted under the Security Agreement.

C. Borrower has satisfied in full the Secured Obligations (as defined in the Loan Agreement) under and secured by the Security Agreement and Secured Parties and Agent has agreed to terminate and release its security interest in the Copyrights, Patents and Trademarks (as defined below) as herein provided.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Agent expressly terminate and release its security interest in, to and under a collateral security interest in all of the Intellectual Property Collateral, now or hereafter owned, existing, created, acquired or held including:

(a) all of its Copyrights and all Licenses providing for grant by or to such Grantor of any right under any Copyright, including, without limitation, those referred to on Schedule 1 hereto, together with all renewals, reversions and extensions thereof;

(b) all of its Patents and all Licenses providing for grant by or to such Grantor of any right under any Patent, including, without limitation, those referred to on Schedule 1 hereto, together with all income, royalties, proceeds and liabilities at any time due or payable or asserted under and with respect thereto, including, without limitation, all rights to sue and recover at law or in equity for any past, present and future infringement, misappropriation, dilution, violation or other impairment thereof;

(c) all of its Trademarks and all Licenses providing for grant by or to such Grantor of any right under any Trademark, including, without limitation, those referred to on Schedule 1 hereto, together with all renewals and extensions thereof, and all goodwill of the business connected with the use of, and symbolized by, each such Trademark; and

(d) all income, royalties, Proceeds and liabilities at any time due or payable or asserted under and with respect to any of the foregoing, including, without limitation, all rights to sue and recover at law or in equity for any past, present and future infringement, misappropriation, dilution, violation or other impairment thereof.

IN WITNESS WHEREOF, Lender has executed and delivered this Termination as of the day and year first above written.

"Agent"

PINNACLE VENTURES, L.L.C.

By: Robert N. Savio
Name: Robert N. Savio
Title: Chief Operating Officer

"Grantors"

GILT GROUPE, INC.

GILT CITY, INC.

GILT TRAVEL, INC.

SCHEDULE I
TO
INTELLECTUAL PROPERTY SECURITY AGREEMENT

Intellectual Property Registrations

1. REGISTERED TRADEMARKS

See attached.

2. TRADEMARK APPLICATIONS

See attached.

3. LICENSES

None.

Country	Mark	App./Reg. No.	Goods/Services	Status	Our Ref. No.
Australia	GILT GROUPE	1376392	On-line retail store services featuring luxury and fashion clothing, apparel, footwear, belts, clothing accessories, cosmetics, linens, electronics, pens, lighters, desk sets, tie clips, cuff links, skin care products, jewellery, sports equipment, wine, liquor, and art and related goods sold at discount prices	Filed 8/6/10	26277/388367
Canada	GILT GROUPE	1491422	On-line retail store services featuring luxury and fashion clothing, apparel, footwear, belts, clothing accessories, cosmetics, linens, electronics, pens, lighters, desk sets, tie clips, cuff links, skin care products, jewellery, sports equipment, wine, liquor, and art and related goods sold at discount prices	Filed 8/6/10	26277/388368
China	GILT GROUPE		Presentation of goods on communication media, for retail purposes; on-line advertising on a computer network; administrative processing of purchase orders; outsourcing services (business assistance)	Filed	26277/388369
EU	GILT GROUPE	9301052	On-line retail store services featuring luxury and fashion clothing, apparel, footwear, belts, clothing accessories, cosmetics, linens, electronics, pens, lighters, desk sets, tie clips, cuff links, skin care products, jewelry, sports equipment, wine, liquor, and art and related goods sold at discount prices	Filed 8/6/10	26277/388370
India	GILT GROUPE		On-line retail store services featuring luxury and fashion clothing, apparel, footwear, belts, clothing accessories, cosmetics, linens, electronics, pens, lighters, desk sets, tie clips, cuff links, skin care products, jewellery, sports equipment, wine, liquor, and art and related goods sold at discount prices	Filed 8/10/10	26277/388371
Japan	GILT GROUPE	TW/080013-JP	On-line retail store services featuring luxury and fashion clothing, apparel, clothing accessories, cosmetics, linens, electronics, and related goods sold at discount prices	Filed 9/1/08	26277/373594
Mexico	GILT GROUPE	1110121	On-line retail store services featuring luxury and fashion clothing, apparel, footwear, belts, clothing accessories, cosmetics, linens, electronics, pens, lighters, desk sets, tie clips, cuff links, skin care products, jewellery, sports equipment, wine, liquor, and art and related goods sold at discount prices	Filed 8/5/10	26277/388372
Russia	GILT GROUPE	2010725558	On-line retail store services featuring luxury and fashion	Filed 8/6/10	26277/388373

South Korea	GILT GROUPE	41-2010- 20263	<p>clothing, apparel, footwear, belts, clothing accessories, cosmetics, linens, electronics, pens, lighters, desk sets, the clips, cuff links, skin care products, jewelry, sports equipment, wine, liquor, and art and related goods sold at discount prices</p> <p>On-line retail store services featuring clothing; on-line retail store services featuring footwear; on-line retail store services featuring headwear; on-line retail store services featuring socks;</p> <p>on-line retail store services featuring belts; on-line retail store services featuring handbags; on-line retail store services featuring umbrellas; on-line retail store services featuring cosmetics; on-line retail store services featuring fabrics; on-line retail store services featuring bed linens; on-line retail store services featuring computers; on-line retail store services featuring computer peripherals; on-line retail store services featuring computer software; on-line retail store services featuring audio/video receivers; on-line retail store services featuring tv sets; on-line retail store services featuring mp3 players; on-line retail store services featuring cd players; on-line retail store services featuring dvd players; on-line retail store services featuring telecommunication machines and implements; on-line retail store services featuring cellular phones; on-line retail store services featuring lighters; on-line retail store services featuring stationery; on-line retail store services featuring tie clips; on-line retail store services featuring cuff links; on-line retail store services featuring skin care products; on-line retail store services featuring jewelry; on-line retail store services featuring earrings; on-line retail store services featuring necklaces; on-line retail store services featuring bracelets; on-line retail store services featuring accessories of precious metal; on-line retail store services featuring sporting articles; on-line retail store services featuring wine; on-line retail store services featuring liquors; on-line retail store services featuring art pictures</p>	Filed 8/10/10	26277/388374
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Taiwan	GILT GROUPE		On-line shopping; electronic shopping. As the cross-search will enlarge the risk if goods are specified, it is not recommended to have the goods listed	Filed	262771388375
United States	GILT FRESH	77694996	On-line retail store services featuring clothing, apparel, footwear, clothing accessories, cosmetics, linens, electronics, and related goods sold at discount prices	Allowed 10/13/09; extension or Statement of Use due 10/13/10	262771379378
United States	GILT FUSE	77757742	On-line retail store services featuring clothing, apparel, footwear, clothing accessories, cosmetics, linens, electronics, and related goods sold at discount prices	Allowed 1/19/10; extension or Statement of Use due 1/19/11	262771380948
United States	GILT GROUPE	3680404	On-line retail store services featuring luxury and fashion clothing, apparel, footwear, clothing accessories, cosmetics, linens, electronics, and related goods sold at discount prices	Registered 9/8/09; Declaration of Use due 9/8/15	262771365041
United States	GILT MAN	77843981	On-line retail store services featuring luxury and fashion clothing, apparel, shoes, belts, clothing accessories, pens, lighters, desk sets, tie clips, cuff links, skin care products, jewelry, sports equipment, wine, liquor, and art sold at discount prices	Allowed 6/1/10; Statement of Use or extension due 12/1/10	262771382794
United States		77843986	On-line retail store services featuring luxury and fashion clothing, apparel, shoes, belts, clothing accessories, pens, lighters, desk sets, tie clips, cuff links, skin care products, jewelry, sports equipment, wine, liquor, and art sold at discount prices	Allowed 6/1/10; Statement of Use or extension due 12/1/10	262771382795
United States	GILTMANUAL	77843988	On-line retail store services featuring luxury and fashion clothing, apparel, shoes, belts, clothing accessories, pens, lighters, desk sets, tie clips, cuff links, skin care products, jewelry, sports equipment, wine, liquor, and art sold at discount prices	Allowed 6/1/10; Statement of Use or extension due 12/1/10	262771382836
United States	GILTMANUAL	85104903	On-line retail store services featuring luxury and fashion clothing, apparel, shoes, belts, clothing accessories, pens, lighters, desk sets, tie clips, cuff links, skin care products, jewelry, sports equipment, wine, liquor, and art sold at discount prices	Filed 8/11/10	262771388469
United States	SHOP LIKE A GUY, DRESS LIKE A MAN	77917880	On-line retail store services featuring luxury and fashion clothing, apparel, shoes, belts, clothing accessories, pens, lighters, desk sets, tie clips, cuff links, skin care products, jewelry, sports equipment, wine, liquor, and art sold at discount prices	Allowed 8/3/10; Statement of Use or extension due 2/3/11	262771384761

United States	GILT CITY	85106319	On-line retail store services featuring DJ services, bar services, restaurant services, wine tastings, health and beauty spa services, beauty salon services, dry cleaning services, medical, dental, and cosmetic surgery services, florist services, bakery services, car rental services, laundry services, dry cleaning services, personal shopping services for others, concierge services and tickets for concerts, sports, shows and other entertainment events sold at discount prices	Filed 8/12/10	26277/388376
United States	GILT TRAVEL	77786099	Arranging of tours and cruises; Arranging travel tours; Reservation and booking of seats for travel; Travel and tour ticket reservation service; Travel information services; Travel, excursion and cruise arrangement	Allowed 3/2/10; Statement of Use or extension due 3/2/11	26277/380950
			Ticket reservation and booking services for entertainment, sporting and cultural events		
			Reservation of rooms for travelers		
United States	JETSETTER	77786086	Arranging of tours and cruises; Arranging travel tours; Reservation and booking of seats for travel; Travel and tour ticket reservation service; Travel information services; Travel, excursion and cruise arrangement	Allowed 3/2/10; Statement of Use or extension due 3/2/11	26277/380952
			Ticket reservation and booking services for entertainment, sporting and cultural events		
			Reservation of rooms for travelers		

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TRADEMARK

REEL: 004597 FRAME: 0951

RECORDED: 08/04/2011